Atlantic Pilotage Authority
Administration de Pilotage de l'Atlantique

# Atlantic Pilotage Authority

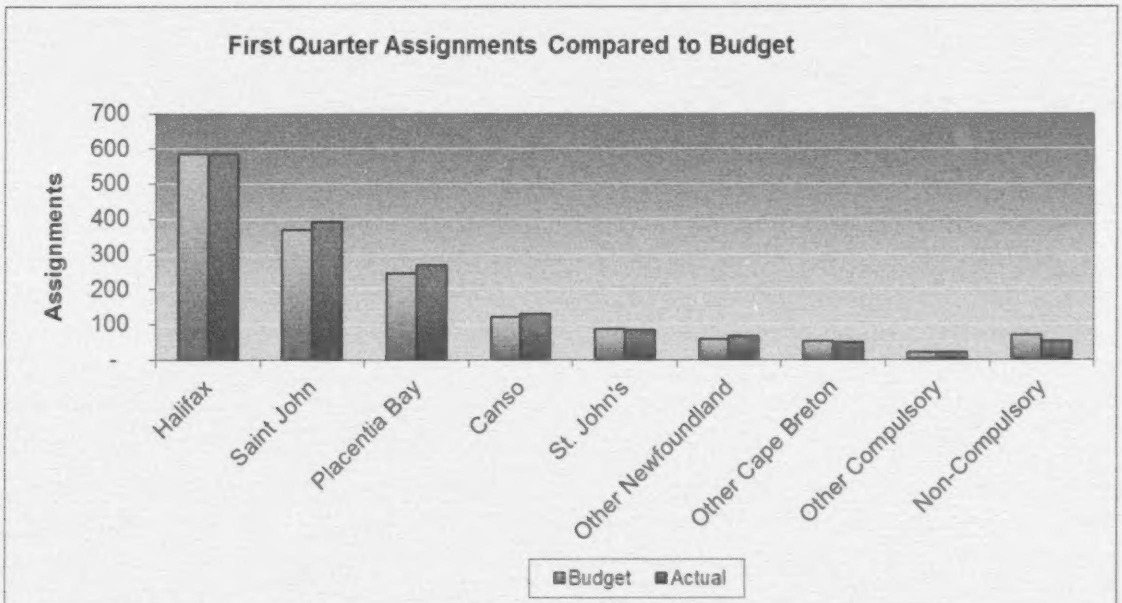
## First Quarter 2014

Management's Discussion and Analysis

## May 30, 2014

## TRAFFIC REVIEW

| Pilotage Area | Actual Traffic through 1st Qtr 2013 | Budget Traffic through 1st Qtr 2014 | Actual Traffic through 1st Qtr 2014 | Variance from 2013 | Percentage Variance from 2013 | Variance from Budget 2014 | Percentage Variance from Budget 2014 |
|---|---|---|---|---|---|---|---|
| Halifax | 614 | 584 | 585 | -29 | -5% | 1 | 0% |
| Saint John | 367 | 367 | 390 | 23 | 6% | 23 | 6% |
| Placentia Bay | 238 | 244 | 267 | 29 | 12% | 23 | 9% |
| Canso | 121 | 121 | 130 | 9 | 7% | 9 | 7% |
| St. John's | 88 | 87 | 82 | -6 | -7% | -5 | -6% |
| Other Newfoundland | 61 | 57 | 67 | 6 | 10% | 10 | 18% |
| Other Cape Breton | 52 | 52 | 49 | -3 | -6% | -3 | -6% |
| Other Compulsory | 18 | 19 | 20 | 2 | 11% | 1 | 5% |
| Non-Compulsory | 85 | 70 | 50 | -35 | -41% | -20 | -29% |
| Total | 1,644 | 1,601 | 1,640 | -4 | 0% | 39 | 2% |




The following discussion regarding the amount of activity in individual ports is referring to pilotage assignments only, and not the level of cargo or vessel traffic experienced by a port. There are several factors that may result in a difference between the activity reported by the Authority and that reported by another body such as a port authority. These factors include ships not subject to compulsory pilotage, ships utilizing mariners who have pilotage certificates, and the amount of cargo carried on a ship. The Authority reports on pilotage assignments performed by its pilots, but does not track the amount of cargo being carried on a vessel.

Overall, pilotage assignments traffic levels for the Authority are similar to the first quarter of

2013 and slightly above budget. The Authority has four major compulsory ports (Halifax, NS; Strait of Canso, NS; Placentia Bay, NL; and Saint John, NB) that contribute approximately 75% of its pilotage assignments each year. Of the four major ports, only Halifax has fewer assignments than in 2013. However, this reduction was anticipated, and the first quarter traffic activity in Halifax is virtually equal to budget. The other three major ports are above 2013 activity levels and above budget. Overall, the Authority is 2% over budget in both activity and revenues through the first quarter.

The decline in traffic in Halifax is largely due to a 14% (or 36 assignment) reduction in container ship assignments from the previous year. Thus far in 2014 tanker traffic has increased 12% (or 15 assignments) from 2013 levels with the transition of the Dartmouth Refinery to a terminal. Total activity and revenues in the port are within 1% of the budget through March 2014.

In Saint John, NB, the Authority has had 6% more pilotage assignments in the first quarter of 2014 compared to 2013. Pilotage assignments have more than tripled on smaller vessels, like tug and barge traffic. Revenues in the port are below budget as the size of the average vessel in the port has been smaller than expected.

The traffic in Placentia Bay, NL is generated primarily from two major oil industry customers. There is the Come-by-Chance Oil Refinery and the transshipment terminal at Whiffen Head. Assignments and corresponding revenues from each of these facilities have increased from the first quarter of 2013 and are over budget through this period.

In Canso, NS, first quarter tanker traffic has declined from 2013 levels, but has been more than offset by an increase in dry cargo traffic for the same period. This has left the area over budget in activity and revenues through March 2014.

| COMPARATIVE REVIEW<br>FINANCIAL AND STATISTICAL DATA | | |
|---|---|---|
| **For the quarter ended March 31, 2014** | | |
| | **2014** | **2013** |
| FINANCIAL (000'S) | | |
| Total Revenue | $ 4,699 | $ 4,479 |
| Operating Expenses | | |
| Salaries, Fees and Benefits | 3,216 | 3,005 |
| Pilot Boats | 1,483 | 1,276 |
| Other | 686 | 550 |
| | | |
| Total Operating Expenses | 5,385 | 4,831 |
| | | |
| Loss | $ (686) | $ (352) |
| | | |
| | | |
| STATISTICAL | | |
| | | |
| Pilotage Assignments | 1,640 | 1,644 |
| | | |
| Shipping Incidents | 3 | 1 |
| % of incident free assignments | 99.82% | 99.94% |
| | | |
| Customer Complaints Filed | 26 | 17 |
| % of complaint free assignments | 98.41% | 98.97% |

The revenue for the Authority has increased as a tariff increase came into effect early in February. Overall, traffic has been on par with 2013 levels through March 2014.

Salaries, fees, and benefits for the first quarter of 2014 have increased from the same period of 2013 due primarily to overtime and short-term coverage of employees lost to illness or injury. Pilot numbers are being increased in several areas to address service issues and pending retirements. Staff numbers have increased with the addition of a Chief Operating Officer. This position, formerly Director of Operations, had remained unfilled since late 2011. Pilot boat costs have also increased as the Captain A. G. Soppitt, a new pilot boat, was launched at the beginning of the second quarter of 2013. The first quarter of 2014 includes depreciation and carrying costs of this new vessel. With increased operation of the newer vessels in Halifax, Saint John, and Placentia Bay, fuel costs for the Authority have also increased thus far in 2014. The increase in other expenses is largely related to increased

training costs ($101 thousand more than 2013). The Authority had withheld non-essential pilot training in 2013 and scheduled it for 2014. A large portion of that training is scheduled in the first two quarters of the year to have it completed prior to the busiest part of the cruise ship season.

The tanker traffic levels in Canso have been volatile with activity based on world oil price fluctuations. It was higher than anticipated in 2013, but budgeted for a decline in 2014. The Authority is expecting activity in Halifax and Saint John to remain strong. Placentia Bay traffic has begun the year above expectations. Even with an expected decline in activity at some point in the year due to facility maintenance, this area should remain in a strong position. The Authority had a significant loss in the first quarter of $686 thousand. A loss of $552 thousand was budgeted for quarter as the additional investments in pilot boat costs and training were expected. The delay in having tariffs implemented resulted in a loss of revenue of $89 thousand. Had the tariffs been approved for January 1, 2013 as anticipated, the loss would have been significantly closer to budget. It is still early in 2014, but the projection is that a small accounting loss will occur for the year. Cash flows will remain stable.

The Authority developed a structured methodology for handling complaints several years ago in response to the Ministerial Review of Outstanding Pilotage Issues. The mechanism is designed to be as user friendly as possible, and the goal of the Authority is to ensure that timely feedback is provided to the complainant. The most common reason for a complaint to be submitted is due to a delay in an assignment. In some cases, the delay is caused by factors beyond the control of the Authority, such as weather or delays caused by the non-availability of port services such as tugs.

The Authority received a total of 26 complaints out of a total of 1,640 assignments during the first quarter of 2014. The remaining 98.41% of assignments were performed without receiving a complaint from the customer. For the same period of 2013, there were 17 complaints received out of 1,644 assignments, with the remaining 98.97% of the assignments performed without complaint. All complaints received are included in the above totals, including those submitted that involved delays not caused by the Authority.

Through the first quarter of 2014 the Authority had three minor shipping incidents. There was one incident at this point in 2013.

## RISK ANALYSIS

The major financial risk faced by the Authority is the variability of traffic in major ports. The activity in Canso had a short term increase in 2013 through the second and third quarters due to changes in world oil prices. A repeat of this activity is difficult to predict. The Come-by-Chance Oil Refinery in Placentia Bay is a very large customer for the Authority and is currently for sale. Much like Halifax in 2013, the eventual sale and future use of this facility may cause a significant variation in traffic for Placentia Bay. The cost structures in these ports are not easily adjusted. Due to the specialized nature and training required to be a marine pilot, reducing the work force in a port is not feasible to address short term declines in activity. A reduction in the number of pilots can have significant consequences on the

shipping industry with the potential for delays during peak periods, or if the port experiences an unexpected surge in activity. The Authority has also made a significant investment in new vessels that have to be supported through tariff revenue in the ports of Placentia Bay, Halifax, and Saint John.

One major financial risk faced by the Authority has been mitigated by prior action. The increasing cost of fuel, which had a significant negative impact on the cost of operating pilot boats, has been offset by a fuel recovery charge applied to assignments in Halifax, Saint John, Placentia Bay and Canso.

The Authority has been close to an accounting break-even position each of the last two years with a small accounting loss in 2012 and a small accounting profit for 2013. During this period, the Authority was able to maintain a strong cash flow while building two new pilot boats. The Authority will be able to absorb a weaker than anticipated 2014 due to its financial health, but will continue to take steps to return to a stronger financial position while investing to improve customer service.

# First Quarter 2014

Interim Unaudited

Condensed Financial Statements and Notes

## Management's Responsibility for Financial Reporting

Management is responsible for the preparation and fair presentation of these quarterly financial statements in accordance with the Treasury Board of Canada Standard on Quarterly Financial Reports for Crown Corporations, and for such internal controls as management determines is necessary to enable the preparation of quarterly financial statements that are free from material misstatement. Management is also responsible for ensuring all other information in this quarterly financial report is consistent, where appropriate, with the quarterly financial statements.

Based on our knowledge, these unaudited quarterly financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the corporation, as at the date of and for the periods presented in the quarterly financial statements.

| | |
|---|---|
| R.A. McGuinness<br>Chief Executive Officer | P. MacArthur, CMA<br>Chief Financial Officer |

Halifax, Canada
May 30, 2014

# ATLANTIC PILOTAGE AUTHORITY

## Statement of Financial Position

Unaudited

| (in thousands of Canadian dollars) | | March 31, 2014 | December 31, 2013 |
|---|---|---|---|
| **Assets** | | | |
| Current | | | |
| | Cash | $ 999 | $ 1,884 |
| | Trade receivables | 2,916 | 2,977 |
| | Prepaid expenses | 139 | 153 |
| | | 4,054 | 5,014 |
| Non-current | | | |
| | Intangible assets | 264 | 265 |
| | Pilot boats and equipment | 11,000 | 11,210 |
| | | 11,264 | 11,475 |
| | | $ 15,318 | $ 16,489 |
| **Liabilities** | | | |
| Current | | | |
| | Trade and other payables | $ 1,846 | $ 2,237 |
| | Bank loans | 412 | 400 |
| | Employee severance benefits | 25 | 62 |
| | | 2,283 | 2,699 |
| Non-current | | | |
| | Bank loans | 4,529 | 4,633 |
| | Employee severance benefits | 1,344 | 1,309 |
| | | 5,873 | 5,942 |
| | | 8,156 | 8,641 |
| **Equity** | | | |
| Retained earnings | | 7,162 | 7,848 |
| | | 7,162 | 7,848 |
| | | $ 15,318 | $ 16,489 |

*The accompanying notes are an integral part of these financial statements.*

# ATLANTIC PILOTAGE AUTHORITY
## Statement of Comprehensive Income

Unaudited

| | Three Months Ended March 31 | |
|---|---|---|
| (in thousands of Canadian dollars) | 2014 | 2013 |
| **Revenues** | | |
| Pilotage charges | $ 4,688 | $ 4,458 |
| Other income | 11 | 21 |
| | 4,699 | 4,479 |
| **Expenses** | | |
| Pilots' fees, salaries and benefits | 2,370 | 2,254 |
| Pilot boats, operating costs | 1,159 | 1,022 |
| Pilot boat crews' salaries and benefits | 442 | 375 |
| Staff salaries and benefits | 404 | 376 |
| Amortization and depreciation | 328 | 254 |
| Transportation and travel | 181 | 145 |
| Professional and special services | 150 | 177 |
| Utilities, materials and supplies | 111 | 94 |
| Training | 106 | 5 |
| Rentals | 68 | 67 |
| Finance costs | 34 | 35 |
| Communications | 32 | 27 |
| | 5,385 | 4,831 |
| Loss for the period | (686) | (352) |
| Other comprehensive loss | - | - |
| Amounts not to be reclassified subsequently to net income: | | |
| Actuarial loss on employee severance benefits | | |
| Other comprehensive loss | - | - |
| Comprehensive loss | $ (686) | $ (352) |

*The accompanying notes are an integral part of these financial statements.*

# ATLANTIC PILOTAGE AUTHORITY

## Statement of Changes in Equity

Unaudited

| | Three Months Ended March 31 | |
|---|---|---|
| (in thousands of Canadian dollars) | **2014** | **2013** |
| Retained earnings, beginning of the period | **$ 7,848** | $ 7,656 |
| Loss for the period | **(686)** | (352) |
| Other comprehensive loss | **-** | - |
| Total comprehensive loss | **(686)** | (352) |
| Retained earnings, end of the period | **$ 7,162** | $ 7,304 |

*The accompanying notes are an integral part of these financial statements.*

# ATLANTIC PILOTAGE AUTHORITY
## Statement of Cash Flows

Unaudited

| | Three months ended March 31 | |
|---|---|---|
| | **2014** | 2013 |
| **Operating Activities** | | |
| Receipts from customers | **$ 4,749** | $ 4,886 |
| Payments to and on behalf of employees | **(3,117)** | (3,167) |
| Payments to suppliers | **(2,283)** | (1,509) |
| Finance costs paid | **(34)** | (35) |
| Other income received | **10** | 21 |
| Net cash (used in) provided by operating activities | **(675)** | 196 |
| **Investing Activities** | | |
| Purchases of intangible assets | **(16)** | (23) |
| Purchases of pilot boats and equipment | **(102)** | (995) |
| Net cash used in investing activities | **(118)** | (1,018) |
| **Financing Activities** | | |
| Proceeds from bank loan | **-** | 1,000 |
| Repayment of bank loan | **(92)** | (78) |
| Net cash (used in) provided by financing activities | **(92)** | 922 |
| Decrease (increase) in cash | **(885)** | 100 |
| Cash, beginning of the period | **1,884** | 466 |
| Cash, end of the period | **$ 999** | $ 566 |

*The accompanying notes are an integral part of these financial statements.*

## 1. General Information and Basis of Presentation

The Atlantic Pilotage Authority (the Authority) was established in 1972 pursuant to the *Pilotage Act*. The principal registered address of the Authority is 2000 Barrington Street, Halifax, Nova Scotia. The objects of the Authority are to establish, operate, maintain, and administer a safe and efficient pilotage service within designated Canadian waters. The *Pilotage Act* provides that pilotage tariffs shall be fair, reasonable, and sufficient, to permit the Authority to operate on a self-sustaining financial basis. Under the *Pilotage Act*, no payment to the Authority may be made under an appropriation by Parliament to discharge an obligation or liability.

The Authority is a Crown corporation listed in Schedule III, Part I of the *Financial Administration Act* and is not subject to the provisions of the *Income Tax Act*.

The Atlantic Pilotage Authority is classified as a Government Businesses Enterprise (GBE). As a GBE, the Authority prepares its statements in accordance with International Financial Reporting Standards (IFRS), as issued by the Accounting Standards Board (AcSB).

These financial statements have been prepared in accordance with the Treasury Board of Canada Standard on Quarterly Financial Reports for Crown Corporations. In accordance with the Treasury Board of Canada Standard, these financial statements do not include all of the financial statement disclosures required for annual financial statements and should be read in conjunction with the Authority's Canadian GAAP annual consolidated financial statements for the year ended December 31, 2013. In management's opinion, the financial statements reflect all adjustments that are necessary for a fair presentation of the results for the interim period presented.

The Authority has historically experienced greater demand for its services in the second and third quarters of the calendar year and lower demand in the first and fourth quarters. This demand pattern is principally a result of the high number of cruise vessels visiting the area during the summer and autumn months. The Authority has substantial fixed costs in its cost structure that do not meaningfully fluctuate with pilotage demand in the short term.

2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies are as follows:

(a) Financial instruments

Trade receivables, classified as loans and receivables, and trade and other payables, classified as other financial liabilities, are initially measured at fair value and subsequently measured at amortized cost. Due to their short-term nature, the amortized cost of these financial instruments approximates their fair value.

Bank loans are classified as other financial liabilities and are initially measured at fair value. After initial recognition, bank loans are measured at amortized cost using the effective interest method.

The Authority is not party to any derivative financial instruments or hedges.

(b) Intangible assets

The Authority's intangible assets are comprised of purchased software. When the software does not form an integral part of the machinery or computer hardware to which it relates, it is separately accounted as an intangible asset. Intangibles are carried at cost less accumulated amortization and impairment losses. Amortization is charged on a straight-line basis over the estimated useful lives of the intangible assets. Estimated useful lives and amortization methods are reviewed at the end of each year.

The useful lives used in the calculation of amortization for purchased software is 5 to 10 years.

Intangible assets are tested for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable. Assets not in use are tested for impairment annually. Any impairment is recognized in comprehensive income and is measured as the amount by which the carrying amount exceeds its fair value.

(c) Pilot boats and equipment

Pilot boats and equipment are recorded at cost. The cost of pilot boats under construction includes design, project management, legal, material, direct labour, and interest on construction loans. Amounts included in pilot boats under construction are transferred to the appropriate pilot boat classifications upon completion, and depreciation commences. Depreciation of pilot boats and equipment is calculated on a straight-line basis and is based on the estimated useful life of the assets as follows:

| | |
|---|---|
| Pilot boat hulls and structures | 10 to 25 years |
| Pilot boat equipment | 10 years |
| Pilot boat generators | 5 years |
| Pilot boat engines | 5 to 10 years |
| Pilot boat inspections | 4 to 5 years |
| Furniture and equipment | 4 to 10 years |
| Leasehold improvements | 10 years |

Assets that are not in use are tested for impairment annually. Any impairment is measured as the amount by which the carrying amount exceeds its fair value and is recognized in comprehensive income. Gains or losses arising on the disposal of pilot boats and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognized in profit or loss. Gains are recognized within other income, while losses are recognized in pilot boats, operating costs, or utilities, materials and supplies depending on the assets that were disposed.

(d) Employee severance benefits

Employees are entitled to specified severance benefits as provided for under collective agreements or employment contracts, based on their years of service and final salary. The liability for these payments is estimated and recorded in the accounts as the benefits accrue to the employees.

The costs and the benefit obligation are actuarially determined using the projected unit credit method prorated on service that incorporates management's best estimate of the rate of employee turnover, retirement age, future salary and benefit levels, and other actuarial factors.

Actuarial gains and losses are recognized in the period in which they occur and are included in other comprehensive income.

(e) Pension plan

Substantially all of the employees of the Authority are covered by the Public Service Pension Plan (the "Plan"), a contributory defined benefit plan established through legislation and sponsored by the Government of Canada. Contributions are required by both the employees and the Authority to cover current service cost. Pursuant to legislation currently in place, the Authority has no legal or constructive obligation to pay further contributions with respect to any past service or funding deficiencies of the Plan. Consequently, contributions are recognized as an expense in the year when employees have rendered service and represent the total pension obligation of the Authority.

(f) Revenue recognition

Revenues from pilotage charges are recognized when pilotage services are provided.

(g) Accounting standards issued but not yet effective

Accounting standards issued but not yet effective which are expected to be relevant to the Authority include:

IAS 36, "Impairment of assets" (revised) effective for annual periods beginning on or after January 1, 2014. The narrow-scope amendments clarify that the disclosures about the recoverable amount of impaired assets are only required where the recoverable amount of impaired assets is based on fair value less costs of disposal.

IFRS 9, "Financial instruments" (new) issued in November 2009, reissued in October 2010, and then amended in November 2013. IFRS 9 will eventually form a complete replacement for IAS 39 Financial Instruments: Recognition and Measurement. The IASB has deferred the mandatory effective date and will decide upon a new date closer to the completion of the entire IFRS 9 project however early adoption is permitted. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The Authority has not early adopted either of these new or amended standards and is currently assessing the impact that these standards will have on the financial statements.

3. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and

further periods if the review affects both current and future periods.

Judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current and following fiscal year are discussed as follows.

(a) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next year. Management has made the following critical accounting estimates or assumptions in preparation of these financial statements:

*Employee severance benefits*

The Authority engaged an external actuary to assess the fair value of its employee severance benefits. The Authority assesses this obligation at December 31 each year.

(b) Critical accounting judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

*Amortization and depreciation rates*

Refer to Notes 2(b) and 2(c) for the estimated useful lives of pilot boats and equipment and intangible assets.